

NOTICE OF THE 58th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 58th Annual General Meeting of THE UNITED INSURANCE COMPANY OF PAKISTAN LIMITED will be held on Monday the April 30, 2018 at 09:00 a.m. at the Institute of Chartered Accountants of Pakistan, Auditorium Hall, Chartered Accountants Avenue Clifton, Karachi, to transact the following business:

ORDINARY BUSINESS

- To confirm the Minutes of the 57th Annual General Meeting of the Company held on April 29, 2017.
- To receive, consider and adopt the Annual Audited Accounts of the Company for the year ended December 31, 2017 together with the Directors' and Auditors' Reports thereon.
- To appoint External Auditors of the Company for the financial year 2018 and fix their remuneration. The retiring Auditors M/s. Ilyas Saeed & Company, Chartered Accountants, being eligible, have offered themselves for re-appointments.
- To elect Seven (7) Directors of the Company as fixed by the Board in the meeting held on March 22, 2018 in accordance with the provision of Section 159(1) of the Companies Acts - 2017 for the period of three (3) years commencing from May 01, 2018 in place of retiring Directors namely:-

i) Mr. Javaid Sadiq	ii) Mr. Khawas Khan Niazi
iii) Mr. Muhammad Rahat Sadiq	iv) Ms. Huma Waheed
v) Mr. Agha Ali Imam	vi) Mr. Jamil Ahmed Khan
vii) Mr. Taseer Yousaf Makhdoom	

The retiring Directors are eligible for re-election.

SPECIAL BUSINESS

- To consider and approve the Bonus Share in the ratio of 13 shares for every 100 shares held i.e. 13% as recommended by the Board of Directors and, if considered appropriate, to pass with or without modification(s) the following resolutions:
Resolved that a sum of Rs. 260,201,760/- out of the profits available for appropriation as at December 31, 2017 be capitalized and adopted to the issue of ordinary shares of Rs.10 each allotted as fully paid Bonus Shares (B-23) @ 13 % in the proportion of 13 share for every 100 shares held by Company's members whose names appear on the register of members as at close of business on 23-04-2018 and that the Bonus shares shall rank pari passu in all respects with the existing shares.
Further Resolved that in the event of any member becoming entitled to a fraction of bonus share the Directors be and are hereby authorized to consolidate all such fraction share(s) so constituted on the stock market and to pay the proceed of the sale when realized to a recognized charitable institution as may be selected by the Directors of the Company.
Further Resolved that the Company Secretary be and is hereby authorized and empowered to give effect to these resolutions and to do or cause to be done all acts, deeds and things that may be necessary or required for issue, allotment and distribution of Bonus Shares.
- To consider and if deemed fit, to pass the following Special Resolution under Section 199 of the Companies Act - 2017, with or without modification, additions(s) or deletions(s) as recommended by the Directors.
Resolved that in pursuant of the approval from the shareholders at 13th EOGM held on 31st August 2016, under Section 199 of the Companies Act 2017 that The United Insurance Company of Pakistan Limited be and is hereby authorized to enhance investment in Apna Microfinance Bank Limited by way of share deposit money to the extent of Rs.400,000,000/- (Rupees Four Hundred Million Only).
- To consider and approve the remuneration of Executive Directors (including Chief Executive Officer) and fee to the non-Executive/Independent Directors of the Company during the year 2018.
- To transact any other business may be brought forward with the permission of the Chair.

By Order of the Board

Athar A. Khan
(Company Secretary)

Karachi.
April 06, 2018

NOTES:

- Any person who seeks to contest the election of Directors shall, whether he/she is retiring Director or otherwise, must file the following documents & information with the Company at its registered office not later than fourteen (14) days before the above said meeting his/her intention to offer himself/herself for the election of the Directors in terms of Section 159(3) of the Companies Act - 2017 together with:
 - His/her Folio No./CDC Investor Account No./CDC Participate ID No./Sub-Account No.
 - Notice of his/her intention to offer himself/herself for the election of Directors in terms of Section 159(3) of the Companies Act - 2017.
 - Detailed profile along with his/her office address as required under SRO 1222(1) 2015 dated December 10, 2015 of the Securities and Exchange Commission of Pakistan (SECP).
 - An attested copy of valid Computerized National Identity Card.
 - Signed declaration in respect of being compliant with the requirements of the Code of Governance and the eligibility criteria as set out in the Companies Act - 2017 to act as Director of the listed company.
 - Information on Annexure A and affidavits on Annexure B & C required under the Insurance Companies (Sound and Prudent Management) Regulations 2012.
- The Register of Members and the Share Transfer Books of the Company shall remain closed from April 24, 2018 to April 30, 2018 (both days inclusive). Transfers received at Company's Share Registrar M/s. F.D. Registrar Services (SMC-Pvt.) Limited, Office # 1705, 17th Floor, Saima Trade Tower - A, I. I. Chundrigar Road, Karachi by the close of business on 23-04-2018, will be treated in time for the purpose of determining entitlement to the Dividend & Bonus Shares and to attending the meeting.
- All members entitled to attend and vote at this meeting may appoint any other member as his/her proxy to attend and vote instead of him/her.
 - A proxy must be a member of the Company. Proxies in order to be effective must be received at the Registered Office, situated at 204, Madina City Mall, Abdullah Haroon Road, Karachi not later than forty eight (48) hours before the time fixed for the meeting.
 - The Proxy shall produce his/her original CNIC or Passport at the time of the meeting.
 - Proxy form shall be witnessed by two persons whose, name, CNIC nos. and addresses shall be mentioned on the proxy form.
- CDC Account holders are required to follow the below mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.
 - In case of individual(s), the account holder (s) or sub-account holder (s) shall authenticate his/her identity by showing his/her original CNIC card or original passport at the time of attending the Meeting.
 - In case of corporate entities, the Board of Directors' Resolution/Power of Attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at the time of the Meeting.
- Shareholders are requested to immediately notify change in address, if any, to the Company's Share Registrar, at the following address:
 M/s. F.D. Registrar Services (SMC-Pvt.) Limited,
 Office # 1705, 17th Floor, Saima Trade Tower - A,
 I.I. Chundrigar Road, Karachi - 74000.

6. Withholding Tax on Bonus Issue @ 5%

Pursuant to the provisions of the Financial Act 2014 listed companies issuing bonus shares have been made responsible for collecting tax on the said deemed income, which is 5 percent of the value of bonus shares under Section 236 M of Income Tax Ordinance 2001. Tax collected by the Company shall be a final tax on the income of the shareholder of the company arising from issuance of bonus shares. The Company quoted on the stock exchange, issuing bonus shares to the shareholders of the company, shall withhold 5% of the bonus shares to be issued. These bonus shares withheld shall only be issued to the shareholder if the company collects, within fifteen days, from the shareholder tax equal to five percent of the value of the total bonus shares issued to the shareholder determined on the basis of the day-end price on the first day of closure of books. In case of default, either on part of the company or the shareholder, the company may deposit the bonus shares withheld in Central Depository Company of Pakistan Limited or any other entity as may be prescribed.

7. Placement of Financial Statement

The Company has placed the Audited Annual Financial Statement for the year ended December 31, 2017 along with Auditors' and Directors' Reports thereon on its website: www.theunitedinsurance.com

8. Video Conference Facility

Pursuant under Section 132(2) of the Companies Act 2017, members of the Company may also attend and participate in the AGM through video conference facility. If members residing in the vicinity, collectively holding 10% or more shareholding, may demand in writing, to participate in the AGM through video conference (as per format appended below) at least seven (7) days prior to the date of AGM.

After receiving the consent of members having 10% or more shareholding in aggregate, the company will intimate members regarding venue of video conference facility at least five (5) days before the date of AGM.

I/we, _____ of _____, being a member of The United Insurance Company of Pakistan Limited, holding _____ ordinary share(s) as per CDC Participant ID & sub-account no. _____, hereby opt for video conference facility at _____.

Statement under Section 134(3) of the Companies Act - 2017

This Statement sets out the material facts concerning the Special Business to be transacted at the 58th Annual General Meeting and the proposed Resolutions related thereto:

Agenda Item No. 5: Bonus Shares

Bonus issue will be governed by rules and regulations. The Directors being satisfied with the reserves and profits of the Company as at December 31, 2017 have recommended an issue of Bonus Shares. The Directors have no interest directly or indirectly, except that they are members of the Company.

Agenda Item No. 6: Investment in APNA Microfinance Bank

Ref. No.	Requirement	Information
i	Name of associated company	APNA Microfinance Bank Limited
	Criteria of associated relationship	Investment in Equity
ii	Purpose	Market development and risk Reduction and to ensure capital adequacy ratio of the bank
	Benefits	To earn return on equity through dividend income from investment in associated company and capital appreciation
	Period of Investment	Strategic long term investment
iii	Maximum amount of investment	Rs. 400 million (Rupees Four Hundred Million only)
iv	Maximum price at which securities will be acquired	Rs. 10 per share
v	Maximum number of securities acquired	40 million shares
vi	Shareholding before investment	No. of Shares 111.250 million Shareholding percentage 44.50%
	Shareholding after investment	No. of Shares 151.250 million Shareholding percentage 52.16%
vii	Investment in listed security	Preceding twelve weekly average market price Rs. 5.48 per share
ix	Break up of value of Shares	Rs 4.60 per share as at 31-12-2017
x	Earnings per share for the last three years	2014 Earning per share 0.07, 2015 Loss per share (0.16), 2016 Loss per share (3.34)
xi	Source of funds from which share will be acquired	Own Funds of the Company
xii	Requirements if shares are intended to be acquired using borrowed funds	Not Applicable
xiii	Salient features of agreement(s) entered into with the associated company	Not Applicable
xiv	Direct/indirect interest of directors in the associated company	Not Applicable
xv	Any other important detail	None

Agenda Item No. 7: Remuneration of Directors

Approval of the Members is required for remuneration for holding the respective offices in respect of the Chief Executive Officer, Executive Directors and fee of the Non-Executive Directors/Independent Directors. For this purpose, it is proposed that, the following resolution be passed as a Special Business:

RESOLVED THAT approval be and is hereby granted for the holding of offices in the Company by the Chief Executive Officer, Executive Director/Non-Executive/Independent Directors, and the payment of remuneration to them for their individual contract under the rules of the Company.

